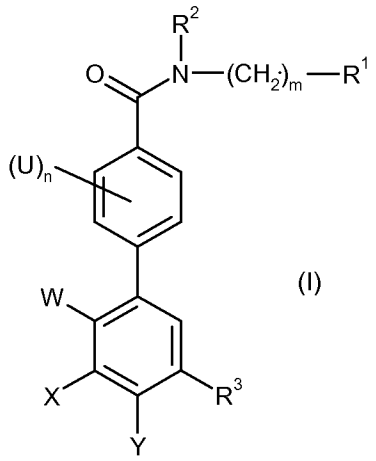
**Amendments to the claims**

1. (Currently amended) A compound of formula (I):



(I)

wherein

$R^1$ is a phenyl group which may be optionally substituted;

$R^2$ is $C_{1-6}$alkyl substituted by one to three groups independently selected from OH, oxo, cyano, $-S(O)_pR^4$, halogen, $C_{1-6}$alkoxy, $-NR^5R^6$, $-CONR^5R^6$, $-NCOR^5$, $-COOR^5$, $-SO_2NR^5R^6$, $-NHSO_2R^5$ and $-NHCONHR^5$;

$R^3$ is the group $-CO-NH-(CH_2)_q-R^7$ or $-NH-CO-R^8$;

$R^4$ is selected from hydrogen, $C_{1-6}$alkyl, heterocyclyl optionally substituted by $C_{1-4}$alkyl, and phenyl wherein the phenyl is optionally substituted by up to two groups independently selected from $C_{1-6}$alkoxy, $C_{1-6}$alkyl and halogen;

$R^5$ and $R^6$ are each independently selected from hydrogen and $C_{1-6}$alkyl;

when q is 0 to 2, $R^7$ is selected from hydrogen, $C_{1-6}$alkyl, $-C_{3-7}$cycloalkyl, $-CONHR^9$, phenyl optionally substituted by $R^{11}$ and/or $R^{12}$, heteroaryl optionally substituted by $R^{11}$ and/or $R^{12}$ and heterocyclyl optionally substituted by $R^{11}$ and/or $R^{12}$, and

when q is 2, $R^7$ is additionally selected from $C_{1-6}$alkoxy, $NHCOR^9$, $NHCONHR^9$, $NR^9R^{10}$ and OH;

$R^8$ is selected from hydrogen, $C_{1-6}$alkyl, $C_{1-6}$alkoxy, $-(CH_2)_r-C_{3-7}$cycloalkyl, trifluoromethyl, $-(CH_2)_s$phenyl optionally substituted by $R^{13}$ and/or $R^{14}$, $-(CH_2)_s$heteroaryl optionally substituted by $R^{13}$ and/or $R^{14}$, $-(CH_2)_s$heterocyclyl optionally substituted by $R^{13}$ and/or $R^{14}$ and $-(CH_2)_s$fused bicyclyl optionally substituted by $R^{13}$ and/or $R^{14}$;

$R^9$ is selected from hydrogen, $C_{1-6}$alkyl and phenyl wherein the phenyl group is optionally substituted by up to two substituents selected from $C_{1-6}$alkyl and halogen,

$R^{10}$ is selected from hydrogen and $C_{1-6}$alkyl, or

$R^9$ and $R^{10}$, together with the nitrogen atom to which they are bound, form a five- to six-membered heterocyclic or heteroaryl ring optionally containing one additional heteroatom selected from oxygen, sulfur and nitrogen, wherein the ring may be substituted by up to two $C_{1-6}$alkyl groups;

$R^{11}$ is selected from $C_{1-6}$alkyl, $C_{1-6}$alkoxy, $-CONR^{10}R^{15}$, $-NHCOR^{15}$, $-SO_2NHR^{15}$, $-NHSO_2R^{15}$, halogen, trifluoromethyl, $-Z-(CH_2)_t$-phenyl optionally substituted by one or more halogen atoms, $-Z-(CH_2)_t$-heterocyclyl or $-Z-(CH_2)_t$-heteroaryl wherein the heterocyclyl or heteroaryl group is optionally substituted by one or more substituents selected from $C_{1-6}$alkyl,

$R^{12}$ is selected from $C_{1-6}$alkyl and halogen, or

when $R^{11}$ and $R^{12}$ are adjacent to each other they may, together with the carbon atoms to which they are bound, form a five- or six-membered saturated or unsaturated ring to give a fused bicyclic ring system, wherein the ring that is formed $R^{11}$ and $R^{12}$ optionally contains one or two heteroatoms selected from oxygen, nitrogen and sulfur;

$R^{13}$ is selected from $C_{1-6}$alkyl, $C_{1-6}$alkoxy, $-(CH_2)_r-C_{3-7}$cycloalkyl, $-CONR^{16}R^{17}$, $-NHCOR^{17}$, $-SO_2NHR^{16}$, $-NHSO_2R^{17}$, halogen, $-(CH_2)_kNR^{18}R^{19}$, oxy, trifluoromethyl, phenyl optionally substituted by one or more $R^{14}$ groups and heteroaryl wherein the heteroaryl is optionally substituted by one or more $R^{14}$ groups,

$R^{14}$ is selected from $C_{1-6}$alkyl, $C_{1-6}$alkoxy, halogen, trifluoromethyl and $-NR^{18}R^{19}$, or

$R^{13}$ and $R^{14}$, together with the carbon atoms to which they are bound, form a five- or six-membered saturated or unsaturated ring to give a fused bicyclic ring system, wherein the ring that is formed by $R^{13}$ and $R^{14}$ optionally contains one or two heteroatoms selected from oxygen, nitrogen and sulfur;

$R^{15}$ is selected from hydrogen and $C_{1-6}$alkyl;

$R^{16}$ is selected from hydrogen, $C_{1-6}$alkyl and phenyl wherein the phenyl group is optionally substituted by one or more $R^{14}$ groups,

$R^{17}$ is selected from hydrogen and $C_{1-6}$alkyl, or

$R^{16}$ and $R^{17}$, together with the nitrogen atom to which they are bound, form a five- to six-membered heterocyclic ring optionally containing one additional heteroatom selected from oxygen, sulfur and N-$R^{20}$, wherein the ring is optionally substituted by up to two $C_{1-6}$alkyl groups;

$R^{18}$ is selected from hydrogen, $C_{1-6}$alkyl and -$(CH_2)_r$-$C_{3-7}$cycloalkyl optionally substituted by $C_{1-6}$alkyl,

$R^{19}$ is selected from hydrogen and $C_{1-6}$alkyl, or

$R^{18}$ and $R^{19}$, together with the nitrogen atom to which they are bound, form a three- to seven-membered heterocyclic ring optionally containing one additional heteroatom selected from oxygen, sulfur and N-$R^{20}$, wherein the ring may contain up to one double bond and the ring is optionally substituted by one or more $R^{21}$ groups;

$R^{20}$ is selected from hydrogen and methyl;

$R^{21}$ is selected from $C_{1-6}$alkyl, oxy, -$CH_2OC_{1-6}$alkyl, trichloromethyl and -$N(C_{1-6}alkyl)_2$;

U is selected from methyl and halogen;

W is selected from methyl and chlorine;

X and Y are each selected independently from hydrogen, methyl and halogen;

Z is selected from -O- and a bond;

m is selected from 0, 1, 2, 3 and 4, and may be optionally substituted with up to two groups selected independently from $C_{1-6}$alkyl;

n, p, q, r and t are independently selected from 0, 1 and 2;

s is selected from 0 and 1; and

k is selected from 0, 1, 2 and 3;

or a pharmaceutically acceptable [[derivative]] <u>salt</u> thereof.

2. (original) A compound according to claim 1 wherein $R^1$ is phenyl.

3. (Previously presented) A compound according to claim 1 wherein $R^2$ is $C_{1-4}$alkyl substituted by one or two OH groups.

4. (Previously presented) A compound according to claim 1 wherein m is 0 or 1.

5. (Previously presented) A compound according to claim 1 wherein $R^4$ is -$C_{3-7}$cycloalkyl.

6. (Currently amended) A compound according to claim 1 <u>which is</u>

<u>$N^{4'}$-benzyl-$N^3$-cyclopropyl-$N^{4'}$-(2-hydroxyethyl)-6-methyl-1,1'-biphenyl-3,4'-dicarboxamide;</u>

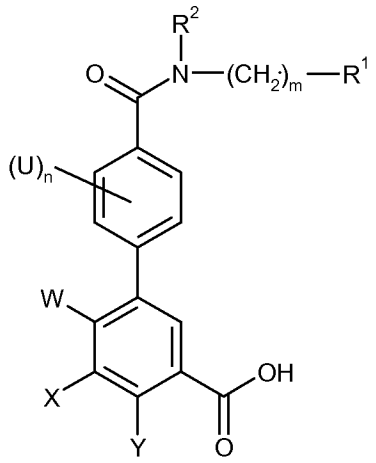
<u>$N^{4'}$-benzyl-$N^3$-cyclopropyl-$N^{4'}$-(3-hydroxypropyl)-6-methyl-1,1'-biphenyl-3,4'-dicarboxamide;</u>

$N^3$-cyclopropyl-$N^{4'}$-(2-hydroxyethyl)-6-methyl-$N^{4'}$-phenyl-1,1'-biphenyl-3,4'-dicarboxamide;

~~as defined in any one of Examples 1 to 3,~~ or a pharmaceutically acceptable [[derivative]] salt thereof.

7. (Previously presented) A process for preparing a compound according to claim 1 which comprises:

(a) reacting a compound of formula (XXII)




(XXII)

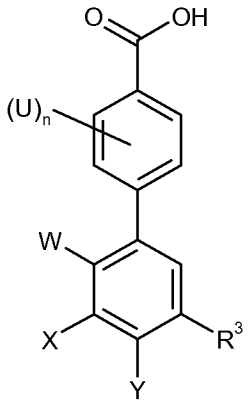
wherein $R^1$, $R^2$, U, W, X, Y, m and n are as defined in claim 1,
with a compound of formula (XXIII)

$$R^7\text{-}(CH_2)_q\text{-}NH_2$$

(XXIII)

wherein $R^7$ and q are as defined in claim 1,
under amide forming conditions, optionally converting the acid compound (XXII) to an activated form of the acid before reaction with the amine compound (XXIII);

(b) reacting a compound of formula (XXIV)



(XXIV)

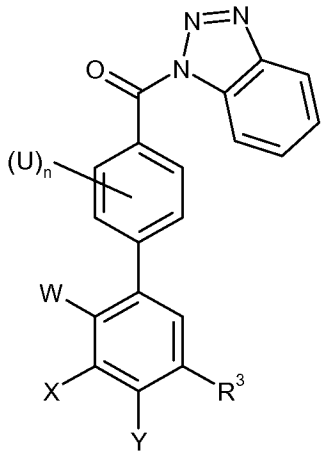
wherein $R^3$, U, W, X, Y and n are as defined in claim 1,
with a compound of formula (XXV)

$$R^1(CH_2)_mNR^2H$$

(XXV)

wherein $R^1$, $R^2$ and m are as defined in claim 1,
under amide forming conditions;

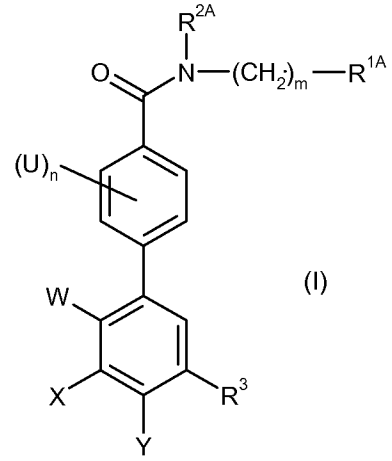
(c) reacting a compound of formula (XXVI)



(XXVI)

wherein $R^3$, U, W, X, Y and n are as defined in claim 1,
with a compound of formula (XXV) as defined above;

(d) functional group conversion of a compound of formula (XXVII)

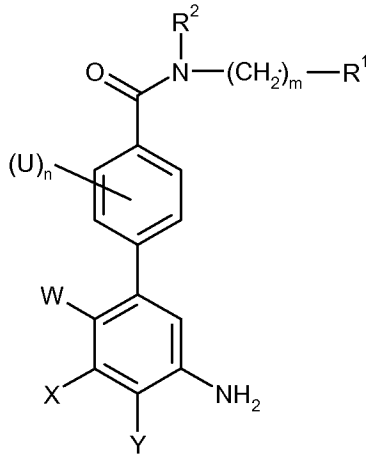


(I)

(XVIII)

wherein $R^3$, U, W, X, Y and n are as defined in claim 1 and $R^{1A}$ and $R^{2A}$ are $R^1$ and $R^2$ as defined in claim 1 or groups convertible to $R^1$ and $R^2$,
to give a compound of formula (I); or

(e) reacting a compound of formula (XXVIII)



(XXVIII)

wherein $R^1$, $R^2$, U, W, X, Y, m and n are as defined in claim 1,
with a compound of formula (XXIX)

$$R^8CO_2H$$

(XXIX)

wherein $R^8$ is as defined in claim 1,

under amide forming conditions, optionally converting the acid compound (XXIX) to an activated form of the acid before reaction with the amine compound (XXVIII).

8. (Currently amended) A pharmaceutical composition comprising at least one compound according to claim 1 or a pharmaceutically [[derivative]] salt thereof, in association with one or more pharmaceutically acceptable excipients, diluents and/or carriers.

9. (Currently amended) A method for treating a condition or disease state mediated by p38 kinase activity or mediated by cytokines produced by the activity of p38 kinase comprising administering to a patient in need thereof a compound according to claim 1 or a pharmaceutically acceptable [[derivative]] salt thereof.

10 –11. (cancelled)

12. (new) A compound according to claim 1 wherein $R^1$ is a phenyl substituted up to three times by halogen; $C_{1-4}$alkyl; $C_{1-4}$alkoxy; phenyloxy optionally substituted by the group A; benzyloxy; hydroxy; cyano; hydroxy$C_{1-4}$alkyl; $-(CH_2)_h-NHCH_3$; $-(CH_2)_h-N(CH_3)_2$; $-(CH_2)_hCONR^{22}R^{23}$; $-(CH_2)_hCO(CH_2)_iNR^{22}R^{23}$; $-(CH_2)_h-CO_2R^{22}$; $-(CH_2)_hNR^{22}COR^{23}$; $-(CH_2)_hOCOR^{22}$;$-(CH_2)_hOCONR^{22}R^{23}$; $-(CH_2)_hNR^{22}COOR^{23}$; $-(CH_2)_hCOR^{22}$; $-(CH_2)_hSO_2NR^{22}R^{23}$; $-(CH_2)_hNR^{22}SO_2R^{23}$; $-SO_2R^{22}$; $-(CH_2)_hNR^{22}R^{23}$; $-(CH_2)_hNR^{22}CONR^{22}R^{23}$; or $-(CH_2)_hCONR^{22}SO_2R^{23}$;

$R^{22}$ and $R^{23}$ are independently selected from hydrogen; $C_{1-6}$alkyl optionally substituted by up to three hydroxy groups; trihalomethyl; benzyl; $-(CH_2)_jCOH$; $-(CH_2)_jNR^{24}R^{25}$; or a phenyl optionally substituted by up to three groups selected from $C_{1-6}$alkyl or $C_{1-6}$alkoxy;

$R^{24}$ and $R^{25}$ are independently selected from hydrogen or $C_{1-4}$alkyl;

Group A is selected from halogen, $-SO_2NH_2$, $-SO_2$-(4-methyl)piperazinyl, $-NR^{22}COC_{1-6}$alkyl or $-NR^{22}SO_2C_{1-6}$alkyl;

h is selected from 0, 1, 2 or 3;

i is selected from 0, 1, 2 and 3; and

j is selected from 2 or 3.

13. (new) A compound according to claim 3 wherein $R^2$ is a $C_{2-3}$alkyl substituted by one OH group.

14. (new) A compound according to claim 13 wherein $R^2$ is $-CH_2CH_2OH$ or $-CH_2CH_2CH_2OH$.

15. (new) A compound according to claim 1 wherein $R^3$ is -CO-NH-$(CH_2)_q$-$R^7$.

16, (new) A compound according to claim 1 wherein $R^4$ is selected from hydrogen, $C_{1-4}$alkyl and phenyl.

17. (new) A compound according to claim 1 wherein W is methyl.

18. (new) A compound according to claim 1 wherein X and Y are each selected independently from hydrogen, chlorine and fluorine.

19. (new) A compound according to claim 1 wherein Z is a bond.